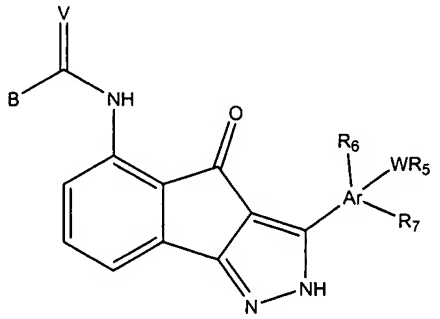
AMENDMENTS TO THE CLAIMS

1. (Original) A compound, or an isomeric, prodrug, tautomeric, pharmaceutically acceptable salt, N-oxide, or stereoisomeric form thereof, having a structure of Formula II:



wherein

B represents M_nR_8;

Ar represents an aryl or heteroaryl ring;

V represents O, S, or N-CN;

W represents O, S, or NR'';

R' represents, independently for each occurrence, H, lower alkyl, or a metal counterion;

R'' represents, independently for each occurrence, H or lower alkyl;

R_5 represents H, $P(=O)(OR')_2$, or M_nQ;

R_6 represents H, OH, or M_nQ, provided that only one of R_5 and R_6 represents H;

R_7 represents H, halogen, hydroxyl, lower alkyl or lower alkoxyl;

R_8 represents substituted or unsubstituted alkyl, alkenyl, alkynyl, alkoxy, aryl, heteroaryl, cyclo-alkyl, heterocyclyl, or amine;

M, independently for each occurrence, represents a substituted or unsubstituted methylene group (including C(=O) and C(=S)), NR'', O, S, S(O), or $S(O_2)$;

n represents an integer from 1-4 when present in B, from 0-6 when present in R_5, and from 1-3 when present in R_6; and

Q represents a substituted or unsubstituted: tertiary amino substituent, or nitrogen-containing heterocycle.

2. (Original) A compound of claim 1, wherein R_8 represents substituted or unsubstituted morpholino, piperazinyl, or cyclohexyl.

3. (Original) A compound of claim 1, wherein R'' represents H.

4. (Original) A compound of claim 1, wherein R_5 represents M_nQ.

5. (Original) A compound of claim 4, wherein the occurrence of M attached to Q represents CH_2, $S(O_2)$, C(=S), or C(=O).

6. (Original) A compound of claim 5, wherein the occurrence of M attached to Q represents CH_2.

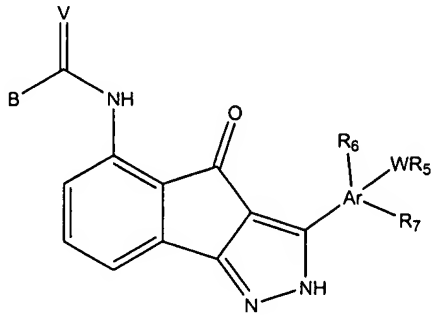
7. (Original) A compound of claim 5, wherein the occurrence of M attached to Q is C(=O).

8. (Original) A compound of claim 4, wherein the occurrence of M attached to Q represents substituted NR''.

9. (Original) A compound of claim 4, wherein Q represents a substituted or unsubstituted nitrogen-containing heterocycle.

10. (Original) A compound of claim 4, wherein Q represents a substituted or unsubstituted tertiary amino group.

11. (Currently Amended) A compound, or an isomeric, prodrug, tautomeric, pharmaceutically acceptable salt, N-oxide, or stereoisomeric form thereof, having a structure of Formula II:



wherein

B represents M_nR_8;

Ar represents an aryl or heteroaryl ring;

V represents O, S, or N-CN;

W represents O, S, or NR'';

R' represents, independently for each occurrence, H, lower alkyl, or a metal counterion;

R'' represents, independently for each occurrence, H or lower alkyl;

R''' represents H or optionally substituted lower alkyl;

R_5 represents M_nJK;

R_6 represents H, OH, or M_nQ;

R_7 represents H, halogen, hydroxyl, lower alkyl or lower alkoxyl;

R_8 represents substituted or unsubstituted alkyl, alkenyl, alkynyl, alkoxy, aryl, heteroaryl, cyclo-alkyl, heterocyclyl, or amine;

J represents C(=O), C(=S), or SO_2;

K represents OR', ~~NR''~~(R")$_2$, or N(R')SO_2R'';

M, independently for each occurrence, represents a substituted or unsubstituted methylene group, NR'', O, S, S(O), or S(O_2);

n represents an integer from 1-7 when present in B, from 0-6 when present in R_5, and from 1-3 when present in R_6; and

Q represents a substituted or unsubstituted: tertiary amino substituent or nitrogen-containing heterocycle.

12. (Original) A compound of claim 11, wherein R_8 represents substituted or unsubstituted morpholino, piperazinyl, or cyclohexyl.

13. (Original) A compound of claim 11, wherein R'' represents H.

14. (Original) A compound of claim 11, wherein R_6 represents M_nQ.

15. (Original) A compound of claim 14, wherein the occurrence of M attached to Q represents CH_2, S(O_2), C(=S), or C(=O).

16. (Original) A compound of claim 15, wherein the occurrence of M attached to Q is C(=O).

17. (Original) A compound of claim 15, wherein the occurrence of M attached to Q represents CH_2.

18. (Original) A compound of claim 14, wherein the occurrence of M attached to Q represents substituted NR''.

19. (Original) A compound of claim 14, wherein Q represents a substituted or unsubstituted tertiary amino substituent.

20. (Original) A compound of claim 14, wherein Q represents a substituted or unsubstituted nitrogen-containing heterocycle.

21. (Original) A compound of any of claims 1, 7, 9 and 11, wherein substituents include, independently for each occurrence, alkyl, oxo, acyl amino, hydroxyl, carbonyl, sulfonyl, ester, amide, NR'', hydroxy alkyl, alkoxy alkyl, aryl, heterocyclyl, cycloalkyl, or oligo(ethylene glycol).

22. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of any of claims 1, 7, 9 and 11.

23. (Original) A method of treating a hyperproliferative disorder, comprising administering to an animal a compound of any of claims 1, 7, 9 and 11.

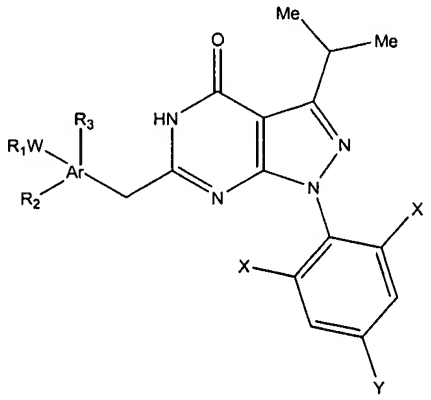
24. (Original) A method of inhibiting proliferation of a cell, comprising contacting the cell with a compound of any of claims 1, 7, 9 and 11.

25. (Original) A method of treating a viral infection, comprising administering to a mammal a compound of any of claims 1, 7, 9 and 11.

26. (Original) The method of claim 25, wherein the viral infection is caused by a human immunodeficiency virus (HIV).

27. (Original) A method for the treatment or prevention of alopecia induced by chemotherapy or radiation therapy, comprising administering to a mammal a compound of any of claims 1, 7, 9, and 11 conjointly with one or more chemotherapeutics or radiation therapy.

28. (Original) A compound, or an isomeric, prodrug, tautomeric, pharmaceutically acceptable salt, N-oxide, or stereoisomeric form thereof, having a structure of Formula I:



wherein

Ar represents an aryl or heteroaryl ring;

W represents O, S, or NR'';

X represents, independently for each occurrence, methyl or halogen;

Y represents H, X, or a sulfonamide;

R' represents, independently for each occurrence, H, lower alkyl, or a metal counterion;

R'' represents, independently for each occurrence, H or lower alkyl;

R_1 represents H, $P(=O)(OR')_2$, or M_nQ;

R_2 represents H, OH, or M_nQ, wherein one and only one of R_1 and R_2 represents H;

R_3 represents from 0 to 3 substituents on the ring to which it is attached, selected from halogen, lower alkyl, lower alkoxy, hydroxyl, and $N(R'')_2$;

M, independently for each occurrence, represents a substituted or unsubstituted methylene group (including C(=S) and C(=O)), NR'', O, S, S(O), or $S(O_2)$;

n represents an integer from 1 to 5; and

Q represents a substituted or unsubstituted: tertiary amino substituent or nitrogen-containing heterocycle.

29. (Original) A compound of claim 28, wherein Q represents a substituted or unsubstituted nitrogen-containing heterocycle.

30. (Original) The compound of claim 28, wherein R_1W and R_2 are ortho to each other on Ar but are not ortho to the methylene substituent attached to the bicyclic core.

31. (Original) The compound of claim 28, wherein Ar represents a heteroaryl ring.

32. (Original) The compound of claim 27, wherein R_3 represents 1-3 substituents on the ring to which it is attached.

33. (Original) The compound of claim 28, wherein Y represents $S(O_2)N(R'''')_2$, wherein R'''' represents, independently for each occurrence, H, lower alkoxyl, or lower alkyl.

34. (Original) The compound of claim 33, wherein both occurrences of R'''' taken together with N form a substituted or unsubstituted nitrogen-containing heterocycle.

35. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim 28.

36. (Original) A method of treating a hyperproliferative disorder, comprising administering to an animal a compound of claim 28.

37. (Original) A method of inhibiting proliferation of a cell, comprising contacting the cell with a compound of claim 28.

38. (Original) A method of treating a viral infection, comprising administering to a mammal a compound claim 28.

39. (Original) The method of claim 38, wherein the viral infection is caused by a human immunodeficiency virus (HIV).

40. (Original) A method for the treatment or prevention of alopecia induced by chemotherapy or radiation therapy, comprising administering to a mammal a compound of claim 28 conjointly with one or more chemotherapeutics or radiation therapy.

41. (Original) The use of a compound of claim 1, 11, or 28 for the manufacture of a medicament.